

# **Port of Singapore Authority (Dissolution) Bill**

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**Bill No: 5/1997**

***Read the first time: 11th July 1997***

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**Port of Singapore Authority (Dissolution) Bill**

**Bill No. 5/1997**

*Read the first time on 11th July 1997.*

An Act to provide for the dissolution of the Port of Singapore Authority and for the transfer of its property, rights and liabilities to a successor company and others, to make financial arrangements for that company and for matters connected therewith, to repeal the Port of Singapore Authority Act (Chapter 236 of the 1985 Revised Edition) and to make consequential amendments to other written laws.

Be it enacted by the President with the advice and consent of the Parliament of Singapore, as follows:

**PART I**

**PRELIMINARY**

## **Short title and commencement**

1. This Act may be cited as the Port of Singapore Authority (Dissolution) Act 1997 and shall come into operation on such date as the Minister may, by notification in the *Gazette*, appoint.

## **Interpretation**

2.—(1) In this Act, unless the context otherwise requires —

“appointed day” means the date of commencement of this Act;

“Authority” means the Port of Singapore Authority established under the Port of Singapore Authority Act (Cap. 236) in force before the appointed day;

“securities”, in relation to a company, includes shares, debentures, bonds and other securities of the company, whether or not constituting a charge on the assets of the company;

“shares”, in relation to a company, means shares in, or stock forming part of, the capital of the company;

“successor Authority” means the Maritime and Port Authority of Singapore;

“successor company” means a company nominated by the Minister under section 3(1).

(2) For the purposes of this Act, a company shall be regarded as wholly owned by the Government at any time when all the issued shares in the company are held by or on behalf of the Government.

## **PART II**

### **TRANSFER OF PROPERTIES, RIGHTS, LIABILITIES AND EMPLOYEES**

#### **Transfer to successor company, successor Authority and Government of property, rights and liabilities**

3.—(1) On the appointed day, the property, rights and liabilities comprised in the undertaking of the Authority shall become, by virtue of this section and without further assurance, the property, rights and liabilities of —

(a) the successor company nominated for the purposes of this section by the Minister;

(b) the successor Authority; and

(c) the Government,

in such manner of distribution and allocation as may be determined by the Minister and agreed to by the Minister for Finance.

(2) Any immovable property to be transferred to and vested in the successor company or the successor Authority under subsection (1) shall be held by the successor company or the successor Authority upon such tenure and subject to such conditions as the President may determine.

(3) If any question arises as to whether any particular property, right or liability of the Authority has been transferred to or vested in the successor company, the successor Authority or the Government under this Act, a certificate under the hand of the Minister for Finance shall be conclusive evidence that the property, right or liability was or was not so transferred or vested.

(4) It is hereby declared for the avoidance of doubt that —

- (a) any reference in this Act to property comprised in the undertaking of the Authority is a reference to such property of the Authority whether situated in Singapore or elsewhere; and
- (b) any such reference to rights and liabilities comprised in the undertaking of the Authority is a reference to such rights to which the Authority is entitled or, as the case may be, such liabilities to which the Authority is subject, whether under the laws of Singapore or any country outside Singapore and includes rights and liabilities arising under loans raised in relation to the properties of the Authority.

(5) It shall be the duty of the successor company and the successor Authority to take all such steps as may be requisite to secure that the vesting in the company by virtue of this section of any foreign property, right or liability is effective under the relevant foreign law and until such time it shall be the duty of the successor Authority to hold that property or right for the benefit of, or to discharge that liability on behalf of, the company.

(6) Nothing in subsection (5) shall be taken as prejudicing the effect under the laws of Singapore of the vesting in the successor company by virtue of this section of any foreign property, right or liability.

(7) Any expenses incurred and liabilities discharged by the successor Authority under subsection (5) shall be paid by the successor company.

(8) In subsections (5) and (6), references to any foreign property, right or liability are references, respectively, to any property, right or liability comprised in the undertaking

of the Authority in respect of which any issue arising in any proceedings would have been determined (in accordance with the rules of conflict of laws) by reference to the law of a country or territory outside Singapore.

### **Initial Government holding in successor company**

4.—(1) As a consequence of the vesting in the successor company by virtue of section 3(1) of the property, rights and liabilities comprised in the undertaking of the Authority, the successor company shall issue such securities of the successor company as the Minister for Finance may from time to time direct to any company wholly owned by the Government.

(2) The Minister for Finance shall not give a direction under subsection (1) in relation to the successor company at a time when that company has ceased to be wholly owned by the Government.

(3) Securities required to be issued in pursuance of this section shall be issued or allotted at such time and on such terms as to allotment as the Minister for Finance may direct.

(4) Shares in the successor company issued in pursuance of this section —

- (a) shall be of such nominal value as the Minister for Finance may direct; and
- (b) shall be issued as fully paid and treated for the purposes of the Companies Act (Cap. 50) as if they had been paid up by virtue of the payment to the successor company of their nominal value.

(5) Section 69 of the Companies Act (which provides that where a company issues shares for which a premium is received by the company whether in cash or in the form of other valuable consideration a sum equal to the aggregate amount or value of the premiums on those shares shall be transferred to a share premium account) shall not apply in relation to the issue of shares by the successor company in pursuance of this section, notwithstanding that such shares may be regarded as having been issued by the successor company at a premium.

### **Financial structure of successor company**

5.—(1) If the Minister for Finance so directs at any time before the successor company ceases to be wholly owned by the Government, such sum (not exceeding the accumulated realised profits of the Authority in connection with its property, rights and liabilities) as may be specified in the direction shall be carried by the successor company to a reserve (referred to in this section as the statutory reserve).

(2) The statutory reserve may only be applied by the successor company in paying up